

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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|---|---|
| In re:<br>CHARTER COMMUNICATIONS, INC., <i>et al.</i> ,<br>Debtors.   | Chapter 11<br>Case No. 09-11435 (JMP)<br>Jointly Administered |
| JPMORGAN CHASE BANK, N.A.,<br>as Administrative Agent,<br>Plaintiff,<br>-against-<br><br>CHARTER COMMUNICATIONS<br>OPERATING, LLC and CCO HOLDINGS, LLC,<br>Defendants. | Adversary Proceeding<br>Case No. 09-01132 (JMP)               |

**REORGANIZED DEBTORS' COUNTER-DESIGNATION OF ADDITIONAL  
ITEMS TO BE INCLUDED IN THE RECORD ON THE APPEAL OF  
IRON WORKERS LOCAL NO. 25 PENSION FUND, INDIANA LABORERS  
PENSION FUND, AND IRON WORKERS DISTRICT COUNCIL OF  
WESTERN NEW YORK AND VICINITY PENSION FUND WITH RESPECT  
TO THE ORDER GRANTING MOTION TO ENFORCE PLAN INJUNCTION**

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Pursuant to Federal Rule of Bankruptcy Procedure 8006, the above-captioned reorganized debtors (collectively, “Charter”), hereby submit their Counter-Designation of Additional Items to be Included in the Record on Appeal, in response to the designations submitted by Iron Workers Local No. 25 Pension Fund, Indiana Laborers Pension Fund, and Iron Workers District Council of Western New York and Vicinity Pension Fund (hereinafter the “Securities Class Action Plaintiffs”) filed on March 9, 2010.

In addition to the documents designated by the Securities Class Action Plaintiffs for purposes of their appeal, the following are items to be included in the record on appeal. Each of the documents identified herein, as well as all of the documents identified in the Securities Class Action Plaintiffs’ record designations, should include all exhibits, schedules, addendums, and other documents attached thereto. Each reference to “Docket # \_\_” includes all documents within that Docket number.

| <b>No.</b> | <b>Filing Date or Document Date</b> | <b>Description</b>   |
|------------|-------------------------------------|--|
| 1.         | 7/15/2009                           | Chapter 11 Plan / Notice of Immaterial Modifications to Debtors’ Joint Plan of Reorganization Pursuant to Chapter 11 of The United States Bankruptcy Code [Docket No. 615] |
| 2.         | 11/23/2009                          | Debtors’ Opposition to Motions for Stay Pending Appeal in Bankruptcy Court [Docket No. 946]  |
| 3.         | 11/23/2009                          | Declaration of David Kurtz in Support of Debtors’ Opposition to Motions for Stay Pending Appeal [Docket No. 946]   |
| 4.         | 11/23/2009                          | Declaration of Eric Zinterhofer in Support of Debtors’ Opposition to Motions for Stay Pending Appeal [Docket No. 946]  |
| 5.         | 11/23/2009                          | Declaration of Kenneth Liang in Support of Debtors’ Opposition to Motions for Stay Pending Appeal [Docket No. 946]   |

| <b>No.</b> | <b>Filing Date or Document Date</b> | <b>Description</b>   |
|------------|-------------------------------------|--|
| 6.         | 11/24/2009                          | Order of Bankruptcy Court denying stay pending appeal [Docket No. 959]   |
| 7.         | 11/30/2009                          | Transcript of Bankruptcy Court hearing on stay pending appeal [Docket No. 979]   |
| 8.         | 11/25/2009                          | Order of District Court denying stay pending appeal  |
| 9.         | 11/23/2009                          | Transcript of District Court hearing   |
| 10.        | 11/25/2009                          | Transcript of District Court hearing   |
| 11.        | 9/18/2009                           | Debtors' Proposed Findings of Fact and Conclusions of Law on Contested Issues [Docket No. 850]   |
| 12.        | 7/15/2009                           | Degnan Declaration (CX Declaration 2)  |
| 13.        | 2/5/2009                            | Notice of Exercise of Exchange Option (CX 119)   |
| 14.        | 2/13/2009                           | CCI Form 8-K (CX 159)  |
| 15.        | 3/27/2009                           | Amended and Restated Certificate of Incorporation of Charter Communications, Inc. (CX 164)   |
| 16.        | 5/7/2009                            | Debtors' Disclosure Statement Pursuant to Chapter 11 of the Bankruptcy Code with Respect to the Debtors' Joint Plan of Reorganization (CX 211) |
| 17.        | 2/5/2009                            | Letter from JPMorgan Chase Bank N.A. to Charter Communications Holdings LLC (CX 220)   |
| 18.        | 2/11/2009                           | Term Sheet for Proposed Joint Chapter 11 Plan of Reorganization (CX 226)   |
| 19.        | 1/30/2009                           | Minutes of a Special Meeting of the Board of Directors of Charter Communications, Inc. (CX 250)  |
| 20.        | 2/6/2009                            | Minutes of a Special Meeting of the Board of Directors (CX 254)  |
| 21.        | 2/10-11/2009                        | Minutes of a Special Meeting of the Board of Directors (CX 255)  |
| 22.        | 6/22/2009                           | Expert Report of E. McDonough (CX 282)   |

| <b>No.</b> | <b>Filing Date or Document Date</b> | <b>Description</b>  |
|------------|-------------------------------------|---|
| 23.        | 9/14/2007                           | CCI Notes Exchange Offer, CCI Form S-4/A (CX 287)   |
| 24.        | 7/9/2009                            | Supplemental Expert Report of E. McDonough (CX 294)   |
| 25.        | 6/8/2009                            | Charter Communications Preference Payment Claims Initial Assessment (CX 303)  |
| 26.        | 6/19/2003                           | CCO-CCI Amended and Restated Management Agreement (CX 305)  |
| 27.        | 10/5/2007                           | CCI Form 8-K (CX 306)   |
| 28.        | 12/12/2008                          | Charter Press Release (CX 311)  |
| 29.        | 8/5/2003                            | CCI Form 10-Q (CX 354)  |
| 30.        | 2/6/2009                            | Email from Johri to Smit (CX 382)   |
| 31.        | 7/16/2009                           | Notice of Exhibits 23 and 25 and Amended and Restated Exhibits 3 and 24 to the Supplement to Debtors' Joint Plan of Reorganization Pursuant to Chapter 11 of the United States Bankruptcy Code (CX 406)   |
| 32.        | 7/15/2009                           | Debtors' Joint Plan of Reorganization Pursuant to Chapter 11 of the United States Bankruptcy Code [Docket No. 615] (CX 407)   |
| 33.        | 8/6/2009                            | 2Q '09 CCI Form 10-Q (CX 420)   |
| 34.        |                                     | All pleadings and filings on the docket for the above captioned matters through the date of confirmation (CX 700)   |
| 35.        | 5/7/2009                            | Notice of Rights Value Determination [Docket No. 539] (CX 701)  |
| 36.        | 5/7/2009                            | Order (I) Approving the Disclosure Statement, (II) Establishing a Record Date for Voting on the Plan of Reorganization and the Rights Offering, (III) Approving Solicitation Packages and Procedures for the Distribution Thereof, (IV) Approving the Rights Offering Procedures and Rights Exercise Form, (V) Approving the Forms of Ballots and Manner of Notice, (VI) Approving the Commitment Agreements, (VII) Approving the Commitment Fees, (VIII) Establishing Procedures for Voting on the Plan and (IX) Establishing Notice and Objection Procedures for Confirmation of the Plan [Docket No. 323] (CX 702) |
| 37.        | 5/7/2009                            | Solicitation Procedures (CX 702 - Ex. E)  |

| No. | Filing Date or Document Date | Description   |
|-----|------------------------------|---|
| 38. | 5/7/2009                     | Debtors' Joint Plan of Reorganization Pursuant to Chapter 11 of the United States Bankruptcy Code [Docket No. 320] (CX 703)   |
| 39. | 5/4/2009                     | Notice of Amended and Restated Exhibit 19 to the Supplement to Debtors' Joint Plan of Reorganization Pursuant to Chapter 11 of the United States Bankruptcy Code [Docket No. 298] (CX 704)  |
| 40. | 5/1/2009                     | Debtors' Disclosure Statement Pursuant to Chapter 11 of the Bankruptcy Code with Respect to the Debtors' Joint Plan of Reorganization [Docket No. 275] (CX 705)   |
| 41. | 5/1/2009                     | Debtors' Joint Plan of Reorganization Pursuant to Chapter 11 of the United States Bankruptcy Code [Docket No. 273] (CX 706)   |
| 42. | 3/27/2009                    | Debtors' Disclosure Statement Pursuant to Chapter 11 of the Bankruptcy Code with Respect to the Debtors' Joint Plan of Reorganization [Docket No. 38] (CX 707)  |
| 43. | 3/27/2009                    | Supplement to Debtors' Joint Plan of Reorganization Pursuant to Chapter 11 of the United States Bankruptcy Code [Docket No. 37] (CX 708)  |
| 44. | 3/27/2009                    | Debtors' Joint Plan of Reorganization Pursuant to Chapter 11 of the United States Bankruptcy Code [Docket No. 36] (CX 709)  |
| 45. | 3/27/2009                    | Debtors' Motion for an Order (I) Approving the Disclosure Statement, (II) Establishing a Record Date for Voting on the Plan of Reorganization and the Rights Offering, (III) Approving Solicitation Packages and Procedures for the Distribution Thereof, (IV) Approving the Rights Offering Procedures and Rights Exercise Form, (V) Approving the Forms of Ballots and Manner of Notice, (VI) Approving the Commitment Agreements, (VII) Approving the Commitment Fees, (VIII) Establishing Procedures for Voting on the Plan and (IX) Establishing Notice and Objection Procedures for Confirmation of the Plan [Docket No. 30] (CX 710) |
| 46. | 3/27/2009                    | Debtors' Memorandum on Reinstatement in Support of Approval of Disclosure Statement [Docket No. 3] (CX 711)   |

| <b>No.</b> | <b>Filing Date or Document Date</b> | <b>Description</b>  |
|------------|-------------------------------------|---|
| 47.        | 5/7/2009                            | Debtors' Disclosure Statement Pursuant to Chapter 11 of the Bankruptcy Code With Respect to the Debtors' Joint Plan of Reorganization (as distributed to voting parties) [Docket No. 319] (CX 712)  |
| 48.        | 3/27/2009                           | Declaration of Gregory L. Doody, Chief Restructuring Officer and Senior Counsel of Charter Communications, Inc., in Support of First Day Pleadings [Docket No. 2] (CX 713)  |
| 49.        | 7/3/2009                            | Notice of Rights Value Determination [Docket No. 539] (CX 714)  |
| 50.        | 4/15/2009                           | Final Order Under 11 U.S.C. §§ 105, 361, 362, 363 and Fed. R. Bankr. P. 2002, 4001 and 9014 (I) Authorizing Operating Debtors to Use Cash Collateral and (II) Granting Adequate Protection to Adequate Protection Parties [Docket No. 193] (CX 715)   |
| 51.        | 5/5/2009                            | Amended Affidavit of Service of Leanne V. Rehder Scott re Debtors' Disclosure Statement [Docket No. 303] (CX 716)   |
| 52.        | 3/27/2009                           | Affidavit of Service of Leanne V. Rehder Scott re First Day Pleadings [Docket No. 46] (CX 717)  |
| 53.        | 7/6/2009                            | Affidavit of Service of Matthew R. Jenks re Notice of Rights Value Determination [Docket No. 541] (CX 718)  |
| 54.        | 3/30/2009                           | Interim Order Under 11 U.S.C. §§ 105, 361, 362, 363 and Fed. R. Bankr. P. 2002, 4001 and 9014 (I) Authorizing Operating Debtors to Use Cash Collateral, (II) Granting Adequate Protection to Adequate Protection Parties and (III) Scheduling a Final Hearing Pursuant to Bankruptcy Rules 4001(B) [Docket No. 69] (CX 719) |
| 55.        | 5/20/2009                           | Notice of Filing of (I) Exhibits A Through F to the Debtors' Disclosure Statement Pursuant to Chapter 11 of the Bankruptcy Code with Respect to the Debtors' Joint Plan of Reorganization, (II) Revised Rights Offering Procedures, and (III) Errata Sheets (CX 720)  |
| 56.        | 5/20/2009                           | Exhibit D, Reorganized Debtors' Valuation Analysis, to Debtors' Disclosure Statement (CX 720 - Ex. D)   |
| 57.        | 5/20/2009                           | Plan Liquidation Analysis (CX 720 - Ex. E)  |

| <b>No.</b> | <b>Filing Date or Document Date</b> | <b>Description</b>  |
|------------|-------------------------------------|---|
| 58.        | 3/27/2009                           | Debtors' Motion for an Order (I) Approving the Disclosure Statement, (II) Establishing a Record Date for Voting on the Plan of Reorganization and the Rights Offering, (III) Approving Solicitation Packages and Procedures for the Distribution Thereof, (IV) Approving the Rights Offering Procedures and Rights Exercise Form, (V) Approving the Forms of Ballots and Manner of Notice, (VI) Approving the Commitment Agreements, (VII) Approving the Commitment Fees, (VIII) Establishing Procedures for Voting on the Plan and (IX) Establishing Notice and Objection Procedures for Confirmation of the Plan [Docket No. 30] (CX 721) |
| 59.        | 4/15/2009                           | Order Authorizing Operating Debtors to Grant Adequate Protection to Second Lien Secured Parties [Docket No. 188] (CX 722)   |
| 60.        | 4/15/2009                           | Order Authorizing CCO Holdings, LLC to Grant Adequate Protection to Third Lien Secured Parties [Docket No. 189] (CX 723)  |
| 61.        | 5/19/2009                           | Affidavit of Service of Financial Balloting Group LLC [Docket No. 393] (CX 724)   |
| 62.        | 5/19/2009                           | Affidavit of Service of Leanne V. Rehder Scott [Docket No. 396] (CX 725)  |
| 63.        | 3/27/2009                           | Affidavit of Service of Leanne V. Rehder Scott [Docket No. 45] (CX 726)   |
| 64.        | 6/12/2009                           | Affidavit of Service of Leanne V. Rehder Scott [Docket No. 479] (CX 727)  |
| 65.        | 8/31/2001                           | Amended and Restated LLC Agreement for Charter Communications Holding Company (JPX 4)   |
| 66.        | 6/19/2003                           | Amended and Restated LLC Agreement of Charter Communications Operating (JPX 7)  |
| 67.        | 6/19/2003                           | Amended and Restated LLC Agreement of Charter Communications Operating Holdings (JPX 8)   |
| 68.        | 7/10/2003                           | Amended and Restated LLC Agreement of CCH II, LLC (JPX 10)  |
| 69.        | 8/18/2005                           | LLC Agreement of CCH I Holdings, LLC (JPX 11)   |
| 70.        | 8/18/2005                           | First Amended and Restated LLC Agreement of CCH I (JPX 12)  |

| No. | Filing Date or Document Date | Description   |
|-----|------------------------------|---|
| 71. | 10/31/2005                   | LLC Agreement of CCHC, LLC (JPX 13)   |
| 72. | 10/31/2005                   | Second Amended and Restated LLC Agreement of Charter Communications Holdings (JPX 14)                                   |
| 73. | 2/28/2007                    | CCI Form 10-K for the Period ending December 31, 2006 (JPX 17)  |
| 74. | 12/9-10/08                   | Minutes of a Regular Meeting of the Board of Directors of Charter Communications, Inc. (JPX 86)                         |
| 75. | 4/30/2009                    | CCI Form 10-K/A for the Period Ending December 31, 2008 (JPX 347)   |
| 76. | 9/24/2008                    | Minutes of a Special Telephonic Meeting of the Board of Directors of Charter Communications, Inc. (LDT 36)              |
| 77. | 3/6/2009                     | Bondholder memo regarding Apollo valuation (LDT 235)  |
| 78. | 3/16/2009                    | CCI Form 10-K for the year ended December 31, 2008, dated March 16, 2009 (LDT 239)                                      |
| 79. | 6/9/2009                     | Analysis of Holdco and CCI's intercompany balance due from CCO (LDT 267)  |
| 80. |                              | UBS Summary of Tax Issues (LDT 279)   |
| 81. | 2/11/2009                    | Restructuring Agreement between Paul G. Allen, Charter Investment, Inc., Charter Communications, Inc., et al. (LDT 397) |
| 82. | 2/19/2004                    | 2004 ESPN Term Sheet (LDT 466)  |
| 83. | 11/9/1999                    | CCI Form 424B4 (Vulcan 1)   |
| 84. | 7/16/2009                    | KCC Voting Certification - Schepper Affidavit [Docket No. 622]  |
| 85. | 7/16/2009                    | FBG Voting Certification - Sullivan Affidavit [Docket No. 621]  |
| 86. | 8/17/2009                    | Doody Demonstrative (C Demo 34)   |
| 87. | 7/16/2009                    | The Crossover Committee's Response to Confirmation Objections Asserting an Alleged Change of Control [Docket No. 645]   |
| 88. | 7/17/2009                    | Brief of Paul G. Allen in Support of Confirmation [Docket No. 658]  |



| <b>No.</b> | <b>Filing Date or Document Date</b> | <b>Description</b>   |
|------------|-------------------------------------|--|
| 89.        | 7/16/2009                           | Statement of the Official Committee of Unsecured Creditors in Support of Confirmation of Debtors' Joint Plan of Reorganization Pursuant to Chapter 11 of the Bankruptcy Code [Docket No. 640]  |
| 90.        | 9/18/2009                           | Post-Trial Memorandum of Law Submitted on Behalf of Official Committee of Unsecured Creditors in Support of Reinstatement Under Debtors' Chapter 11 Plan and Confirmation [Docket No. 833]   |
| 91.        | 9/18/2009                           | Post-Trial Memorandum of Law Submitted by the Crossover Committee in Support of Confirmation [Docket No. 840]  |
| 92.        | 9/18/2009                           | Post-Trial Brief of Paul G. Allen [Docket No. 845]   |
| 93.        | 11/23/2009                          | Joinder of Paul G. Allen to Debtors' Opposition to Motions for Stay Pending Appeal [Docket No. 947]  |
| 94.        | 11/23/2009                          | The Crossover Committee's Opposition to (I) Motions for Stay Pending Appeal of the Court's Confirmation Order and (II) Certification of the Appeal to the United States Court of Appeals for the Second Circuit [Docket No. 948]             |
| 95.        | 11/22/2009                          | Memorandum of Law of Official Committee of Unsecured Creditors in Opposition to Motions for Stay Pending Appeal and Certification of Confirmation Order for Appeal to United States Court of Appeals for the Second Circuit [Docket No. 945] |
| 96.        |                                     | Vulcan Demonstrative Exhibit 3 (VDX 3)   |
| 97.        | 9/2/2009                            | Conn Demonstrative (Charter's Long Standing Disclosures of the Exchange Agreement and the Tax Allocation Agreement) (VDX 4)  |
| 98.        | 9/14/2007                           | CCI Form S-4/A (Vulcan 6)  |
| 99.        | 11/24/2009                          | Memorandum of Law of Official Committee of Unsecured Creditors in Opposition to Motions for Stay Pending Appeal [Filed in District Court]  |
| 100.       | 7/16/2009                           | Doody Affidavit (CX Declaration 3) <sup>1</sup>  |
| 101.       | 7/30/2009                           | Folse Declaration (CX Declaration 5)   |

<sup>1</sup> All designations that do not include a docket number can be found under the Designation of Contents of the Law Debenture Trust Company of New York filed on November 24, 2009 [Docket Nos. 151-155].

| <b>No.</b> | <b>Filing Date or Document Date</b> | <b>Description</b>  |
|------------|-------------------------------------|---|
| 102.       | 8/21/2009                           | Goldstein Declaration (CX Declaration 6)  |
| 103.       | 10/29/2009                          | Notice of Appearance And Request For Notices And Papers filed by Robert F. Elgidely on behalf of Herb Lair, The New Jersey Building Laborers Pension and Annuity Funds, Iron Workers District Council of Western New York and Vicinity Pension Fund, Indiana Laborers Pension Fund, Iron Workers Local No. 25 Pension Fund [Docket No. 896] |
| 104.       | 6/15/2009                           | Notice of Affidavits of Publication of Erin Ostenson, Tanya L. Lemons, and Antoinette Chase [Docket No. 626]  |
| 105.       | 3/27/2009                           | Debtors' Joint Plan of Reorganization Pursuant to Chapter 11 of the United States Bankruptcy Code [Docket No. 36]   |
| 106.       | 3/27/2009                           | Debtors' Disclosure Statement Pursuant to Chapter 11 of the Bankruptcy Code with Respect to Debtors' Joint Plan of Reorganization [Docket No. 38]   |
| 107.       | 5/1/2009                            | Amended Chapter 11 Plan [Docket No. 273]  |
| 108.       | 5/1/2009                            | Amended Disclosure Statement [Docket No. 275]   |
| 109.       | 5/7/2009                            | Debtors' Disclosure Statement Pursuant to Chapter 11 of the Bankruptcy Code with Respect to Debtors' Joint Plan of Reorganization (Updated) [Docket No. 319]  |
| 110.       | 5/7/2009                            | Debtors' Joint Plan of Reorganization Pursuant to Chapter 11 of the United States Bankruptcy Code [Docket No. 320]  |
| 111.       | 11/27/2009                          | Motion for Reargument FRCP 59, Motion to Reconsider FRCP 60 or FRBP 3008 filed by Robert F. Elgidely on behalf of Indiana Laborers Pension Fund, Iron Workers District Council of Western New York and Vicinity Pension Fund, Iron Workers Local No. 25 Pension Fund [Docket No. 973]   |

| <b>No.</b> | <b>Filing Date or Document Date</b> | <b>Description</b>  |
|------------|-------------------------------------|---|
| 112.       | 12/10/2009                          | Objection of the Official Committee of Unsecured Creditors to Motion of Iron Workers Local No. 25 Pension Fund, Indiana Laborers Pension Fund And Iron Workers District Council of Western New York and Vicinity Pension Fund for Limited Rehearing, Limited Reconsideration, and/or Limited Relief from Order Confirming Debtors' Joint Plan of Reorganization pursuant to Chapter 11 of the Bankruptcy Code [Docket No. 1017] |
| 113.       | 12/10/2009                          | Response to Motion Response of Paul G. Allen to the Securities Class Action Plaintiffs' Motion For Limited Rehearing, Limited Reconsideration, and/or Limited Relief From Order Confirming Debtors' Joint Plan of Reorganization [Docket No. 1018]  |
| 114.       | 12/10/2009                          | Debtors' Opposition to Limited Rehearing, Limited Reconsideration, and/or Limited Relief From Order Confirming Debtors' Joint Plan of Reorganization [Docket No. 1019]  |
| 115.       | 12/16/2009                          | Notice of Affidavit of Publication in the Wall Street Journal [Docket No. 1026]   |
| 116.       | 12/17/2009                          | Declaration of Mary Jo Moehle in Support of Reorganized Debtors' Opposition to Motion for Limited Rehearing, Limited Reconsideration, and/or Limited Relief from Order Confirming Debtors' Joint Plan of Reorganization [Docket No. 1028]   |
| 117.       | 12/18/2009                          | Transcript regarding Hearing Held on 12/17/09 [Docket No. 1097]   |
| 118.       | 6/12/2009                           | Objection to Debtors' Joint Plan of Reorganization filed by the United States Trustee [Docket No. 475]  |
| 119.       | 7/13/2009                           | Objection to Debtors' Joint Plan of Reorganization filed by Key Colony Fund, LP [Docket No. 574]  |
| 120.       | 7/13/2009                           | Objection to Confirmation of Plan of Reorganization filed by the U.S. Securities and Exchange Commission [Docket No. 576]   |
| 121.       | 7/13/2009                           | Objection of R2 Investments, L.P. to Confirmation of the Debtors' Joint Plan of Reorganization [Docket No. 579]   |
| 122.       | 7/13/2009                           | Objection of the Law Debenture Trust Company Of New York To The Debtors' Joint Plan of Reorganization [Docket No. 581]  |

| No.  | Filing Date or Document Date | Description   |
|------|------------------------------|---|
| 123. | 9/18/2009                    | Post-Trial Memorandum of Law filed by Key Colony Fund, LP [Docket No. 835]  |
| 124. | 9/18/2009                    | Post-Trial Brief of R2 Investments, LDC Regarding Confirmation of the Debtors' Joint Plan of Reorganization [Docket No. 837]  |
| 125. | 9/18/2009                    | The Law Debenture Trust Company of New York's Post Trial Brief In Further Support of Its Objection to Confirmation of The Debtors Joint Plan of Reorganization [Docket No. 844] |

New York, New York  
Dated: March 23, 2010

/s/ Paul M. Basta

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